



TERMS OF REFERENCE – EXECUTIVE COMMITTEE

Effective Date: September 2013

Last revised: May 2022

To be reviewed: May 2023

Committee Oversight: *Governance*

Authorized by: Board of Directors

PREAMBLE

All standing and adhoc committees of the Hôtel-Dieu Grace Healthcare Board (the “Board”) are established to assist the Board with workload, and are created as an advisory body to the Board, with no inherent right or role. All committee powers are derived from the Board (with the exception of those that are legislated; Medical Advisory Committee, Quality Committee and Fiscal Advisory Committee) and the regular work of all committees must be clearly identified by the Board in the annual approved work plans

PURPOSE

The Executive Committee has been established pursuant to the By-laws of the Corporation to Act as a body with delegated authority to make certain decisions bind the Corporation on matters of administrative urgency where the Board is unable to convene.

RESPONSIBILITIES

In accordance with the *Not-for-Profit Corporations Act, 2010 (ONCA)*, the Executive committee may not exercise any of the following board powers:

- Submitting to the members any question or matter requiring the approval of the members;
 - Filling a vacancy among the directors or in the position of auditor;
 - Appointing additional directors;
 - Issuing debt obligations, except as authorized by the directors;
 - Approving the financial statements of the Corporation;
 - Adopting, amending, or repealing the by-laws of the Corporation; and
 - Establishing contributions to be made, or dues to be paid, by the members.
 - As per Article 14.5 of the By-law; *‘The Executive Committee will oversee the establishment and approval of the Executive Compensation’*
 - Provide advice and support to the Chair, Chief Executive Officer, and Committee Chairs
 - Make decisions binding on the Board in situations where there are matters of an urgent nature and a board meeting cannot be convened in a timely manner or it is not practical to call a meeting of the Board or where the Board has authorized the committee to act and report the decisions at the next board meeting
 - Review the terms of reference annually and recommend any revisions to the Board for approval as required
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- Perform such other tasks as outlined in the by-law or directed by the Board
- Annually review the Executive Compensation Plan/policy
- Recommend to the Board Executive Pay for Performance

**MEMBERSHIP/TERM/
VOTING**

Membership:

- Board Chair, who shall act as committee chair (non-voting)
- Vice Chair of the Board (voting)
- Immediate Past Chair of the Board (voting)
- CHI Director (voting)
- Chair of each standing committee of the Board (voting)
- Chief Executive Officer (ex-officio non-voting)
- In the event that a meeting is called to exercise the powers authorized by the Board, the non-Executive Committee voting Directors of the Board shall be entitled to attend the Executive Committee meeting as ad hoc non-voting members

Term:

- Members are appointed by virtue of their role and remain members of the Executive Committee whilst appointed to that role

Voting:

- All elected board members or ex-officio voting board members appointed to the committee shall be entitled to vote
- There shall be no proxy voting
- As per the by-law (Article 11.6) electronic participation/attendance is acceptable, however email voting is not permitted

MEETINGS

Meetings shall be held at the call of the Chair following an attempt to call a special board meeting and such a call was not able to establish quorum. Meetings may also be held as authorized by the Board. One standing meeting may be held annually to address Executive Compensation. All meetings will be held in camera.

QUORUM

Shall be fixed at not less than a majority of its Directors only.

REPORTING

The Executive Committee is established under the authority of the Board of Directors and is required to report on action taken at the next regularly scheduled meeting of the Board. Minutes are recorded and available to the Board.

RESOURCES

Chief Executive Officer, Executive Assistant to CEO
